

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	Chapter 11
	§	
TOOTIE PIE COMPANY, INC. D/B/A	§	Case No. 13-51808
TOOTIE GOURMET PIE CAFÉ	§	
	§	
Debtor	§	

**DEBTOR’S SECOND MOTION FOR ENTRY OF AN ORDER PURSUANT TO
11 U.S.C. SECTIONS 364 AND 503 AND FEDERAL RULES OF BANKRUPTCY
PROCEDURE 4001 AUTHORIZING THE DEBTOR-IN-POSSESSION TO INCUR
POST-PETITION FINANCING AND GRANTING LENDER AN UNSECURED
ADMINISTRATIVE EXPENSE CLAIM AND REQUEST FOR FINAL HEARING**

**DEBTOR HAS REQUESTED EMERGENCY CONSIDERATION OF THIS
MOTION AND HAS REQUESTED THAT A “FIRST DAY” HEARING BE HELD
ON THIS MOTION AT THE COURT’S EARLIEST CONVENIENCE. IF THE
COURT IN FACT SETS THIS MOTION FOR AN EMERGENCY “FIRST DAY”
HEARING, THEN ONLY ATTENDANCE AT THE HEARING IS NECESSARY
TO PRESERVE YOUR RIGHTS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Tootie Pie Company, Inc. (“Debtor” or “Debtor-in-Possession”), the Debtor and Debtor-in-Possession in the above captioned case, hereby files this Second Motion for Entry of an Order Pursuant to 11 U.S.C. Sections 364 and 503 and Federal Rules of Bankruptcy Procedure 4001 Authorizing the Debtor-in-Possession to Incur Post-Petition Financing and Granting Lender an Unsecured Administrative Expense Claim and Request for Hearing (the “Motion”) and in support of this Motion, the Debtor respectfully represents as follows:

I. PROCEDURAL BACKGROUND

1. On July 3, 2013, (the “Petition Date”), Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the “Code”) as a “small business” debtor. The Debtor continues to manage and operate its financial affairs as a debtor-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No creditors’ committee has yet been appointed in this case by the United States Trustee. No trustee or examiner has been requested or appointed.

2. On July 3, 2013, the Court entered an emergency order allowing the Debtor to borrow \$23,000 from insiders with such debt being granted administrative priority to fund immediate payroll and materials needs.

II. JURISDICTION AND VENUE

3. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

III. FACTUAL BACKGROUND

A. Generally

1. In 2005, Tootie Pie Company, Inc. was formed and purchased certain assets from Ms. Ruby Lorraine “Tootie” Feagan, including all of her pie recipes, customer lists, the right to the “Tootie Pie” name, the related baking equipment, and a building located in Medina, Texas in exchange for \$50,000 in cash and the issuance of 600,000 shares of common stock valued at \$150,000, with the goal of maximizing the market and profitability of her pie recipes. The Company leased a 5,000 square foot building in Boerne, Texas where it manufactures its pies for broad-based distribution. This facility also serves as the corporate headquarters. Debtor closed

the original Medina location in 2006 which allowed it to focus all production and sales efforts out of its facility in Boerne.

2. Debtor currently has 28 full and part time employees working at its cafes and in its pie factory. The company is cash flow positive for 6 months out of the year and 6 months of the year, the company has been generally cash flow negative due to the purchasing cycle of its products.

3. Debtor has an outstanding secured debt to TCA Global in the amount of approximately \$400,000. The company was unable to service its debt to TCA Global during the 6 months of negative cash flow and attempts at servicing the debt caused Debtor to fall behind on lease payments. Through increased efficiency and revised marketing, Debtor intends to reduce its overhead and increase revenues and profit margins. Debtor's management believes that these factors combined with restructuring its debt will likely allow for a successful reorganization.

B. The Debt

4. Debtor has a secured debt in the amount of approximately \$400,000 owed to TCA Global, which originated in March 2012. The funds borrowed from TCA were used for working capital. While the company owns equipment, the significant value of the company is in its goodwill.

5. Debtor has additional unsecured debt to noninsiders in the amount of approximately \$300,000.

6. At this time, the only other identified secured debts are landlord secured interests in Debtor's property in their respective café locations.

C. Lack of Liquidity

7. The retail pie industry in the US is very seasonal. Because of this fact, revenue for Debtor's operation varies greatly throughout the year. The Debtor generally operates at a small loss from February through June and then makes up for it from July through January. Generally, Debtor builds a large inventory of pies during the month of July and then sells the inventory to vendor and distributor Ben E. Keith ("BEK"). A majority of the inventory is sold to Ben E. Keith in the later portion of July and throughout August and the remainder is sold in the following months. Debtor needs to incur additional debtor in-possession-financing in the amount of \$70,000 primarily to pay for the substantial materials required to build the inventory. Next, Debtor was locked out of two stores prior to the bankruptcy filing and the costs associated with reopening those stores for 1) finding and training new employees, 2) restocking, and 3) paying the operational expenses is estimated to be \$60,000. Additionally, Debtor may need financing to pay operational expenses and costs associated with its bankruptcy. Finally, Debtor intends to file a critical vendor motion in which Debtor is requesting to pay BEK \$15,000 of its prepetition debt in exchange for an agreement to have BEK continue purchasing and distributing Debtor's pies. The total amount of funding requested at this time is \$145,000. \$70,000 is requested immediately and \$75,000 in the next 21 days. Debtor's budget is attached as Exhibit "A."¹

IV. RELIEF REQUEST

8. Due to the potential lack of liquidity from now through fall 2013 and costs associated with reopening the two stores and costs of the Bankruptcy, the Debtor is requesting authority to obtain Debtor In Possession financing from insiders Dan Gostylo and Cliff Rogers with terms as stated herein. Dan Gostylo and Cliff Rogers collectively own approximately 6% of the outstanding company shares.

¹ The budget does not include the costs associated with opening the two closed stores.

9. All funds advanced will bear interest at a rate of 7% per annum. Furthermore, Debtor requests that after the entry of the Order, the lenders be allowed an administrative expense claim in the Chapter 11 Case.

10. The Debtor respectfully requests authorization and approval from this Court to obtain this post-petition financing from Dan Gostylo and Cliff Rogers pursuant to 11 U.S.C. §§ 364(b) and 503(b); Fed. R. Bankr. P. 2002, 4001(c) and 9014; and Local Rules 4001 and 9014.

A. Debtor's Need for Post-petition Financing

11. July is a critical month for Debtor. During July, Debtor builds inventory for Ben E. Keith to supply both its cafes and unrelated restaurants. The amount Debtor contends is required in immediate financing is approximately \$70,000 for inventory ramp up. Over the next 21 days Debtor requires 1) \$15,000 for critical vendor BEK and \$60,000 for opening the closed stores. If Debtor fails to produce the inventory, it will not have sufficient inventory as it goes into the holiday season and if Debtor loses BEK as its pie distributor, Debtor would be irreparably harmed. The two closed stores in Allen and Frisco, Texas were both profitable stores and will greatly help Debtor's reorganization. Additional financing needs may be funding for other critical vendors, legal expenses and costs related to operations during inventory ramp up.

12. Therefore, Debtor is requesting the immediate authority to obtain immediate financing in the amount of \$70,000 and after final hearing an amount of up to \$145,000.

13. The proposed financing is critical to preserving and enhancing Debtor's abilities to operate as a going concern. As such, the credit offered by Dan Gostylo and Cliff Rogers is allowable under section 364(b) and 503(b) of the Bankruptcy Code as an administrative expense. Debtor is unable to obtain the financing on terms competitive with, let alone, more favorable

than, the financing currently offered by Dan Gostylo and Cliff Rogers. The best alternative financing offered to Debtor was at twice as much interest and with numerous strings attached that would stifle Debtor's ability to reorganize.

14. Dan Gostylo and Cliff Rogers are both shareholders and directors of Debtor.

15. Debtor believes that the material provisions set forth herein are fair, just and more than reasonable under the circumstances, ordinary and appropriate for financing for a debtor-in-possession in similar high-risk situations; the prosed financing terms reflect the debtor's exercise of prudent business judgment consistent with its fiduciary duties, and that the 7% interest and administrative priority is supported by reasonably equivalent value and fair consideration.

16. The terms as set forth herein have been negotiated in good faith and were entered into under the parties' own free will and with complete authority.

17. Debtor believes that the relief requested in this Application is necessary, essential and appropriate and is in the best interest of and will benefit Debtor, his creditors and the estate. Receiving this financing will, among other things, provide Debtor with the necessary liquidity to (a) minimize disruption to the Debtor's business and on-going operations; (b) preserve and maximize the value of the Debtor's estate for the benefit of all of the creditors; and (c) avoid immediate and irreparable harm to Debtor and his creditors, business and assets.

V. Argument and Authority

18. Pursuant to 11 U.S.C. § 364(b), "the court, after notice and a hearing, may authorize the [debtor-in-possession] to obtain unsecured credit or to incur unsecured debt . . . allowable under section 503(b)(1) of this title as and administrative expense." Here, the Debtor has located unsecured credit to pay "the actual, necessary costs and expenses of preserving the estate," and is therefore entitled to the relief requested. 11 U.S.C. § 503(b)(1)(A).

19. “Cases consistently reflect that the court’s discretion under section 364 of the Bankruptcy Code is to be utilized on grounds that permit reasonable business judgment to be exercised so long as the financing agreement does not contain terms that leverage the bankruptcy process and powers or its purpose is not so much to benefit the estate as to benefit the parties in interest.” See *In re Ames Dept. Stores, Inc.*, 115 B.R. 34, 40 (S.D.N.Y. 1990). Here, the Debtor has used its reasonable business judgment in its determination to obtain credit pursuant to the DIP Credit Agreement, which will permit the debtor to continue operating its business as a going concern, while attempting to reorganize to realize value for its creditors. In no way is the bankruptcy process being leveraged as this agreement will form the basis for recovery to the Debtor’s estate. The alternative to the Debtor is a Chapter 7 liquidation, which will potentially leave the estate without any recovery.

20. For all of the above reasons, this Court should grant the Debtor’s Motion.

VI. SET THE MOTION FOR FINAL HEARING

21. Bankruptcy Rule 4001(c)(2) states, “. . . the court may commence a final hearing on a motion for authority to obtain credit no earlier than 14 days after service of the motion.” Here the debtor has requested interim relief and asks the Court Grant Such relief. Debtor additionally, requests the Court set a final hearing with respect to the instant motion, no earlier than fourteen (14) days after notice has been sent to required parties. Therefore, Debtor requests the Court set a final hearing on Debtors’ motion 14 days after notice has been sent to the required parties.

WHEREFORE, Debtor respectfully requests that Debtor be permitted to obtain immediate financing in the amount of \$70,000 to avoid irreparable harm and upon final hearing the Court grant Debtor the authority to obtain additional financing up to \$145,000 under the

terms as requested herein and grant Debtor such other relief as the Court finds it is justly entitled.

Dated: July 10, 2013

Respectfully submitted,

By: /s/ Ronald J. Smeberg
RONALD J. SMEBERG
State Bar No. 24033967

THE SMEBERG LAW FIRM, PLLC
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ATTORNEY FOR DEBTOR

CERTIFICATE OF SERVICE

I hereby certify that on this the 10th day of July, 2013, true and correct copies of the foregoing motion were forwarded by email to the parties on the attached email list and by U.S. first class mail on July 10, 2013, postage prepaid, on all parties listed on the attached Service List.

/s/ Ronald J. Smeberg
RONALD J. SMEBERG

Email List

Holland O'Neil	TCA Counsel	honeil@gardere.com
Richard Grasso	Ben E. Keith	rngrosso@benekeith.com

SERVICE LIST

DEBTOR

Les Doss
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Boerne, TX 78006

GOVERNMENTAL ENTITIES

U. S. Trustee
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San Antonio, TX 78295

U.S. Attorney
Attn: Bkcy Division
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Attorney General of
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Washington, DC 20530

Comptroller of Public
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P. O. Box 149359
Austin, TX 78714

Internal Revenue
Services
Special Procedures
Branch
300 E. 8th St. STOP
5026 AUS
Austin, TX 78701

Internal Revenue
Service
P.O. Box 7346
Philadelphia, PA 19101

SEC Headquarters
100 F Street, NE
Washington, DC 20549

CREDITORS

The Stewart Center, Inc.
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San Antonio, TX 78209

Jim & Betty Wade
8633 Willow Wind
Boerne, TX 78015

Deerfield Crossing, Ltd.
7373 Broadway
Suite 101
San Antonio, TX 78209

Westlake Retail Limited
Partnership
504 Lavaca Street
Suite 1160
Austin, TX 78701

Arbor Walk Mall, LLC
P. O. Box 741748
Atlanta, GA 30374

Ace Mart Restaurant
Supply Co.
P.O. Box 974297
Dallas, TX 75397

Airgas
59559 Distribution
San Antonio, TX 78218

Akin, Doherty, Klein
& Feuge, P.C.
8610 N. New Braunfels
Suite 101
San Antonio, TX 78217

AmeriCold Logistics,
LLC
11850 Center Road
San Antonio, TX 78223

APAC Packaging &
Supply
104 Industrial Drive
Suite 102
Boerne, TX 78006

Atmos Energy
P. O Box 790311
Saint Louis, MO 63179

Bandera Electric
Cooperative
P. O. Box 667

Bandera, TX 78003

Bates Container
P. O. Box 1359
Von Army, TX 78073

Ben E. Keith Foods
Attn: Bankruptcy Dept.
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San Antonio, TX 78218

Beverage Solutions
10740 Hillpoint
Suite 5
San Antonio, TX 78217

Braun Beef Inc.
P. O. Box 7850
San Antonio, TX 78207

Business Wire, Inc.
Department 34182
P. O. Box 39000
San Francisco, CA
94139

Carla Carter
Cenveo
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Atlanta, GA 30353

City of Alamo Heights
6116 Broadway Street
San Antonio, TX 78209

City of Austin
P. O. Box 2267
Austin, TX 78783

City of Boerne
402 E. Blanco
Boerne, TX 78006

CND Signs & Printing
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CPS Energy
Attn: Bankruptcy Dept.
P. O. Box 2678
San Antonio, TX 78289
Dell Financial Services
P. O. Box 81577

Austin, TX 78708

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Company
549 Palwaukee Drive
Wheeling, IL 60090-
6049

Federal Filings, LLC
815-A Brazos Street
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Austin, TX 78701

FFE Transportation
Services, Inc.
P. O. Box 655888
Dallas, TX 75265

First Choice Heating
& Air Conditioning
P. O. Box 760877
San Antonio, TX 78245

Flat Iron Capital
Department 2195
1700 Lincoln Street
12th Floor
Denver, CO 80203

Flow Rite Plumbing
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Frisco, TX 75034

Forum Systems Group
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San Antonio, TX 78213

G & K Services
P. O. Box 830483
San Antonio, TX 78283

Grande Communications
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The Colony, TX 75056

GS1 US, Inc.
P. O. Box 71-3034
Columbus, OH 43271

Hart Employments
Services
220 S. Kenwood Street
Suite 320
Glendale, CA 91205

Heartland Payment Systems 90 Nassau Street Princeton, NJ 08542	Meaders GP, LLC 5934 Royal Lane Suite 250 Dallas, TX 75230	Register and Transfer Company 10 Commerce Drive Cranford, NJ 07016	Unifirst Corporation 3047 E. Commerce Street San Antonio, TX 78220-1036
Heye Refrigeration, Inc. 1514 E. Commerce Street San Antonio, TX 78205	Mission Restaurant Supply Attn: Bankruptcy Dept. P. O. Box 13010 San Antonio, TX 78213-0010	River City Waste, Inc. 11234 Blue Wing Road San Antonio, TX 78223	UniFirst Holdings, L.P. 3047 E. Commerce Street San Antonio, TX 78220
Hill Country Refrigeration 432 S. Lincoln Street Fredericksburg, TX 78624	Muzak, LLC P. O. Box 1121 San Antonio, TX 78229	San Antonio Express News P. O. Box 2171 San Antonio, TX 78297	UPS P. O. BOX 7247-0244 Philadelphia, PA 19170
J Anthony's Refrigeration, Inc. 20770 Hwy 281 North Suite 108-606 San Antonio, TX 78258	Oak Hills Pest Control, Inc. 107 Parkway Boerne, TX 78006	Smeltzer Orchard Co. 6032 Joyfield Road Frankfort, MI 49635	Village at Allen, LP The Village at Fairview 329 Town Place Fairview, TX 75069-1825
Label Arts P. O. Box 727 Kemp, TX 75143	Orkin - Austin 601 N. Glenville Drive Suite 125 Richardson, TX 75081	Southern Warehousing & Distribution P. O. Box 8100 San Antonio, TX 78208	Virtual Telecom 2810 N. Flores Street San Antonio, TX 78212
Lentz Computer Services 218 Morningside Drive San Antonio, TX 78209	Pack-Mark, Inc. 1375 E. Bitters Road San Antonio, TX 78216	Southwest Fire Protection P. O. Box 701490 San Antonio, TX 78270	Wansley Refrigeration Service 4111 Guadalupe Austin, TX 78751
Lincoln Ford Credit P. O. Box 650575 Dallas, TX 75265	PFG-Temple P. O. Box 951641 Dallas, TX 75395	TCA Fund Managment Group C/O Bob Press, CEO 1404 Rodman Street Hollywood, FL 33020	Waste Management P. O. Box 660345 Dallas, TX 75266
Liquid Environmental Solutions P. O. Box 203371 Dallas, TX 75230	Pinnacle Propane 33200 US Hwy 281 N. Suite 2 Bulverde, TX 78163	Tea & Coffee America 1070 Lindbergh Drive Beaumont, TX 77707	Westex Capital, LTD d/b/a Pico Petroleum Products P. O. Box 1309 Del Rio, TX 78841
Logical Control Services 2525 Tarpley Road Suite 108 Carrollton, TX 75006	Pioneer Storage Trailers 51 Essex San Antonio, TX 78210	Texas State Comptroller Comptroller of Public Accounts P. O. Box 149355 Austin, TX 78714	
Mae Vion Meyer R.T.A. Bandera County Tax Office P. O. Box 368 Bandera, TX 78003	PrecisionIR, Inc. Lockbox 7391 P. O. Box 8500 Philadelphia, PA 19178	Tiger Sanitation P. O. Box 200143 San Antonio, TX 78220	
MC2 Studios, Inc. 7970 Fredericksburg Road Suite 101-348 San Antonio, TX 78229	Rackspace Hosting P. O. Box 730759 Dallas, TX 75373	Time Warner Cable P. O. Box 660545 Dallas, TX 75266	
	Red Dirt Food Group 5030 N. May Avenue Suite 101 Oklahoma City, OK 73112	Tri-Media 20 Corporate Park Drive Unit 103 St. Catharines, Ontario L2S 3W2 Canada	

Exhibit A

TOOTIE PIE CO
Income Statement - Audit Budget Detail
For the Nine Months Ending March 31, 2014
Seven Cafes

	July 2013	August 2013	September 2013	October 2013	November 2013	December 2013	January 2014	February 2014	March 2014	Year to Date
Revenues										
Pie Sales - Internet	\$ 4,594	\$ 4,048	\$ 4,742	\$ 5,256	\$ 33,020	\$ 81,852	\$ 3,173	\$ 5,206	\$ 4,730	\$ 146,621
Pie Sales-Mail/Ph Order-Boerne	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 349	\$ 949
Pie Sales-Quarterly	\$ 506	\$ 379	\$ 285	\$ 221	\$ 316	\$ 759	\$ 759	\$ 790	\$ 158	\$ 4,173
Pie Sales-Half Year	\$ 158	\$ 158	\$ 190	\$ 190	\$ 221	\$ 537	\$ 854	\$ 917	\$ 980	\$ 4,205
Pie Sales-Year Rounder	\$ 506	\$ 348	\$ 443	\$ 379	\$ 917	\$ 601	\$ 948	\$ 506	\$ 569	\$ 5,217
Pie Sales - Walk-in - Boerne	\$ 2,651	\$ 1,469	\$ 3,801	\$ 2,992	\$ 21,293	\$ 22,229	\$ 1,253	\$ 1,873	\$ 1,331	\$ 58,892
Pie Sales - Corporate - Boerne	\$ 4,648	\$ 6,085	\$ 40,329	\$ 8,092	\$ 62,980	\$ 157,936	\$ 200	\$ 1,459	\$ 1,004	\$ 282,733
Sales - Huebner	\$ 16,341	\$ 19,323	\$ 22,366	\$ 29,593	\$ 32,642	\$ 30,549	\$ 16,826	\$ 15,478	\$ 16,939	\$ 200,057
Sales - Austin Arboretum	\$ 17,847	\$ 16,220	\$ 16,847	\$ 25,488	\$ 29,456	\$ 26,573	\$ 14,845	\$ 14,549	\$ 16,737	\$ 178,561
Sales - Heights	\$ 19,325	\$ 15,459	\$ 16,578	\$ 26,736	\$ 28,478	\$ 27,228	\$ 14,538	\$ 14,390	\$ 15,735	\$ 178,467
Sales - Fredericksburg	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sales - Frisco	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sales - Austin Westlake	\$ 12,876	\$ 14,830	\$ 15,497	\$ 22,390	\$ 24,745	\$ 22,505	\$ 14,429	\$ 14,988	\$ 15,934	\$ 158,196
Sales - Allen	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pie Sales - Employee	\$ 418	\$ 495	\$ 487	\$ 1,096	\$ 2,393	\$ 2,290	\$ 225	\$ 451	\$ 134	\$ 7,988
Pie Sales - Shipping Resends	\$ 401	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 192	\$ 159	\$ 751
Pie Sales - BEK - SA	\$ -	\$ 93,299	\$ 64,796	\$ 89,486	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 297,581
Pie Sales - BEK-FW	\$ -	\$ 10,149	\$ 12,770	\$ 14,632	\$ 8,177	\$ 7,240	\$ 4,000	\$ 4,000	\$ 4,000	\$ 64,968
Pie Sales - BEK-Albuquerque	\$ -	\$ 6,353	\$ 5,176	\$ -	\$ 1,241	\$ 3,615	\$ 1,250	\$ 1,250	\$ 1,250	\$ 20,135
Pie Sales - BEK-Oklahoma	\$ -	\$ 3,710	\$ 11,752	\$ 4,324	\$ 12,293	\$ 3,447	\$ 1,250	\$ 1,250	\$ 1,250	\$ 39,276
Pie Sales - BEK- Amarillo	\$ -	\$ 4,712	\$ 2,654	\$ 1,250	\$ 1,250	\$ 1,250	\$ 1,250	\$ 1,250	\$ 1,250	\$ 14,865
Pie Sales - Grocery	\$ -	\$ -	\$ -	\$ 69,111	\$ 5,302	\$ 5,000	\$ -	\$ -	\$ -	\$ 79,413
Pie Sales - PFG Temple	\$ -	\$ 4,081	\$ 1,547	\$ 6,496	\$ 1,729	\$ 2,026	\$ -	\$ -	\$ -	\$ 15,879
Pie Sales - Cheney - Riviera	\$ -	\$ -	\$ 2,865	\$ 2,865	\$ -	\$ 3,020	\$ -	\$ -	\$ -	\$ 8,749
Pie Sales - Cheney - Ocala	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pie Sales - MartinPref-Houston	\$ -	\$ 3,063	\$ 1,452	\$ 1,315	\$ 2,745	\$ 3,277	\$ 339	\$ -	\$ -	\$ 12,191
Pie Sales - Reinhart	\$ -	\$ -	\$ 3,095	\$ 3,095	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,189
Pie Sales - Sysco-SA	\$ -	\$ 9,165	\$ 4,735	\$ 4,761	\$ 5,031	\$ 5,777	\$ 2,276	\$ 1,504	\$ 2,346	\$ 35,595
Pie Sales - Sysco - Austin	\$ -	\$ 696	\$ 1,470	\$ -	\$ -	\$ -	\$ 774	\$ 876	\$ 2,460	\$ 6,276
Pie Sales - Sysco - Houston	\$ -	\$ 6,785	\$ 6,247	\$ 8,909	\$ 8,754	\$ 5,223	\$ 2,088	\$ 1,951	\$ 1,251	\$ 41,208

Pie Sales - Sysco - Dallas	\$ -	\$ 1,255	\$ 5,003	\$ 8,626	\$ 3,689	\$ 3,198	\$ 1,913	\$ 1,805	\$ 2,061	\$ 27,550
Pie Sales - Sysco - St.Louis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 75	\$ 75
Pie Sales - Sysco - Jackson	\$ -	\$ -	\$ 3,302	\$ -	\$ -	\$ -	\$ 1,722	\$ -	\$ 1,403	\$ 6,427
Pie Sales - Sysco -East Texas	\$ -	\$ -	\$ 584	\$ 4,574	\$ -	\$ 2,507	\$ 82	\$ -	\$ 1,789	\$ 9,536
Pie Sales - Sysco - Oklahoma	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pie Sales - Walgreens	\$ -	\$ 993	\$ -	\$ 779	\$ -	\$ 616	\$ -	\$ -	\$ -	\$ 2,387
Pie Sales -Third Coast										
Produce	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (70)	\$ -	\$ -	\$ (70)
Pie Sales - End User - Direct	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 26	\$ 48	\$ -	\$ 73
Pie Sales - Catalog-Wholesale	\$ 95	\$ 3,300	\$ 93	\$ 98	\$ 6,982	\$ 4,692	\$ 367	\$ 291	\$ 380	\$ 16,298
Merchandise Revenue	\$ -	\$ 58	\$ 45	\$ 15	\$ -	\$ 30	\$ 30	\$ -	\$ 5	\$ 183
Sales Discounts - Investor	\$ (40)	\$ (10)	\$ (10)	\$ (9)	\$ (64)	\$ (21)	\$ (8)	\$ (10)	\$ -	\$ (172)
Sales Discounts - Employees	\$ (260)	\$ (203)	\$ (213)	\$ (285)	\$ (909)	\$ (1,057)	\$ (458)	\$ (176)	\$ (97)	\$ (3,658)
Sales Discounts - Corp	\$ (122)	\$ (267)	\$ (416)	\$ (259)	\$ (7,402)	\$ (15,822)	\$ 276	\$ (42)	\$ (37)	\$ (24,091)
Sales Discounts - 2nd Pies	\$ (80)	\$ (113)	\$ (255)	\$ (1,262)	\$ (2,165)	\$ (2,184)	\$ -	\$ (50)	\$ (20)	\$ (6,128)
Sales Discounts - Promo	\$ (197)	\$ (110)	\$ (157)	\$ (139)	\$ (1,772)	\$ (1,325)	\$ (140)	\$ (582)	\$ (262)	\$ (4,683)
Sales Discounts - Merchandise	\$ -	\$ (20)	\$ (20)	\$ (10)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (50)
Sales Returns and Allowances	\$ (234)	\$ (50)	\$ -	\$ (482)	\$ (339)	\$ (704)	\$ (1,460)	\$ -	\$ -	\$ (3,268)
<i>Packaging Fee Income</i>	<i>\$ 165</i>	<i>\$ 100</i>	<i>\$ 170</i>	<i>\$ 160</i>	<i>\$ 1,610</i>	<i>\$ 400</i>	<i>\$ 500</i>	<i>\$ 175</i>	<i>\$ 175</i>	<i>\$ 3,455</i>
<i>Shipping Charges</i>										
<i>Reimbursed</i>	<i>\$ 2,000</i>	<i>\$ 2,000</i>	<i>\$ 1,800</i>	<i>\$ 2,500</i>	<i>\$ 18,000</i>	<i>\$ 35,000</i>	<i>\$ 1,750</i>	<i>\$ 1,250</i>	<i>\$ 1,050</i>	<i>\$ 65,350</i>
<i>Wholesale Shipping Reimb</i>	<i>\$ -</i>	<i>\$ -</i>	<i>\$ -</i>	<i>\$ -</i>	<i>\$ 379</i>	<i>\$ 274</i>	<i>\$ 266</i>	<i>\$ 854</i>	<i>\$ -</i>	<i>\$ 1,773</i>
Total Revenues	\$ 81,672	\$ 227,835	\$ 250,126	\$ 343,057	\$ 311,067	\$ 448,612	\$ 96,147	\$ 96,518	\$ 105,088	#####
Cost of Sales										
Cost of Goods Sold - Boerne	\$ 3,762	\$ 51,447	\$ 38,146	\$ 51,960	\$ 38,867	\$ 57,014	\$ 10,017	\$ 10,575	\$ 10,763	\$ 272,551
Cost of Goods Sold - Huebner	\$ 5,229	\$ 6,183	\$ 7,157	\$ 9,470	\$ 10,446	\$ 9,776	\$ 5,384	\$ 4,953	\$ 5,420	\$ 64,018

Cost of Goods Sold - Austin Arboretum	\$	5,711	\$	5,190	\$	5,391	\$	8,156	\$	9,426	\$	8,503	\$	4,750	\$	4,656	\$	5,356	\$	57,140
Cost of Goods Sold - Heights	\$	6,184	\$	4,947	\$	5,305	\$	8,555	\$	9,113	\$	8,713	\$	4,652	\$	4,605	\$	5,035	\$	57,109
Cost of Goods Sold - Fredericksburg	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Cost of Goods Sold - Frisco	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Cost of Goods Sold - Austin Westlake	\$	4,120	\$	4,746	\$	4,959	\$	7,165	\$	7,918	\$	7,202	\$	4,617	\$	4,796	\$	5,099	\$	50,623
Cost of Goods Sold - Allen	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Inventory Adjustment	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Cost of Merchandise Sold	\$	-	\$	10	\$	15	\$	5	\$	-	\$	11	\$	10	\$	-	\$	5	\$	57
Manufacturing - Rejects	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Manufacturing - Testing	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Manufacturing Equip Expense	\$	-	\$	308	\$	58	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	365
Raw Material Storage Expense	\$	433	\$	356	\$	1,006	\$	159	\$	159	\$	424	\$	435	\$	512	\$	512	\$	3,996
Raw Material Freight Expense	\$	-	\$	-	\$	3,943	\$	-	\$	-	\$	3,557	\$	-	\$	-	\$	-	\$	7,500
Cleaning Supplies - Boerne	\$	125	\$	329	\$	304	\$	927	\$	200	\$	322	\$	91	\$	50	\$	-	\$	2,346
Laundry and Cleaning Exp	\$	131	\$	232	\$	162	\$	216	\$	359	\$	133	\$	99	\$	99	\$	25	\$	1,455
Cooking Supplies - Boerne	\$	817	\$	938	\$	549	\$	989	\$	1,009	\$	570	\$	236	\$	34	\$	-	\$	5,142
Cooking Supplies - Retail	\$	-	\$	-	\$	98	\$	90	\$	2	\$	2,533	\$	56	\$	363	\$	60	\$	3,202
Direct Manf. Labor - Boerne	\$	6,000	\$	6,000	\$	13,778	\$	18,979	\$	17,768	\$	12,500	\$	3,750	\$	3,750	\$	3,750	\$	86,275
Consulting Ser - Manufacturing	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Indirect Labor Costs-Admin	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Indirect Labor Costs-Cleaning	\$	668	\$	693	\$	560	\$	893	\$	757	\$	556	\$	108	\$	201	\$	-	\$	4,435
Maint - Man. Equip - Boerne	\$	42	\$	-	\$	414	\$	10	\$	-	\$	1,057	\$	114	\$	824	\$	1,747	\$	4,209
Packaging Expense - Retail	\$	1,216	\$	932	\$	874	\$	2,041	\$	777	\$	2,209	\$	282	\$	(17)	\$	2,243	\$	10,557
Rent - Manufacturing	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	3,011	\$	27,098
Trash Removal - Boerne	\$	167	\$	303	\$	268	\$	268	\$	268	\$	300	\$	268	\$	129	\$	167	\$	2,136
Utilities Exp - Man.- Boerne	\$	898	\$	957	\$	927	\$	973	\$	890	\$	899	\$	665	\$	656	\$	489	\$	7,354
Utilities Exp-Manf-Water/Sewer	\$	103	\$	118	\$	-	\$	94	\$	127	\$	139	\$	86	\$	86	\$	87	\$	840

Equip	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
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[illegible]

Dist. Exp - Mkting - Resends	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Auto Exp	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp -																				
MktngPromoWholsale	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - MktProgram-																				
SysSA	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - MktProgram-																				
SysDall	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - CorpMktProgram-																				
BEK	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Commissions	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - ECommerce/Web																				
Host	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Equipment	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Equipment - Retail	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Entertainment	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Shipping/Mkting	\$	842	\$	921	\$	765	\$	3,140	\$	4,621	\$	885	\$	471	\$	443	\$	760	\$	12,848
Dist. Exp - Freight/Pk U																				
Allow	\$	2,543	\$	959	\$	2,287	\$	3,420	\$	1,887	\$	2,023	\$	734	\$	549	\$	1,090	\$	15,489
Dist. Exp - Freight/TransLocal	\$	-	\$	1,000	\$	-	\$	1,000	\$	1,000	\$	1,000	\$	-	\$	-	\$	-	\$	4,000
Dist. Exp - Shipping/Retail	\$	6,534	\$	3,504	\$	3,802	\$	4,280	\$	30,104	\$	45,000	\$	3,500	\$	3,500	\$	3,500	\$	103,723
Dist. Exp - Foodshow																				
Promotion	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Lodging	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Internet	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Meals	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Foodshow Fees	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Foodshow Other																				
Exp	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp -																				
InhouFdServCommiss	\$	808	\$	594	\$	504	\$	1,673	\$	2,972	\$	3,009	\$	1,685	\$	823	\$	761	\$	12,829
Dist. Exp - Merchant/CC Fees	\$	1,234	\$	1,256	\$	1,325	\$	1,790	\$	5,346	\$	15,345	\$	2,189	\$	2,230	\$	2,130	\$	32,846
Dist. Exp - Merch/CC - Retail	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

[illegible]

Dist. Exp -Samples - Sysco-ATL	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp -Samples - Sysco-Jac	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp -Samples - Sysco-ETX	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp -Samples - USFood-A	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - MktProgram-BEK Amar	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Dist. Exp - Subscriptions	\$	13	\$	142	\$	-	\$	-	\$	-	\$	-	\$	13	\$	-	\$	-

Total Selling Expenses	\$	50,143	\$	31,078	\$	32,546	\$	39,997	\$	70,964	\$	91,974	\$	33,188	\$	29,674	\$	35,567	\$	415,130
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General & Admin. Expenses

Other Income	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-		
Advertising Expense	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-		
Amortization Expense	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-		
Auto Expense	\$	498	\$	432	\$	563	\$	500	\$	574	\$	775	\$	407	\$	922	\$	737	\$	5,409
Bank Charges	\$	40	\$	40	\$	40	\$	40	\$	40	\$	40	\$	40	\$	40	\$	40	\$	360

Cash Over and Short - Boerne	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Cash Over and Short - Retail	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Charitable Contributions Exp	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Board/Director Fees - Boerne	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Compliance Expense - Boerne	\$	647	\$	682	\$	12	\$	12	\$	282	\$	428	\$	12	\$	276	\$	12	\$	2,363
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Computer/Network Support	\$	147	\$	147	\$	147	\$	377	\$	169	\$	99	\$	146	\$	146	\$	146	\$	1,525
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Computer/Netwrk Support																				
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Retail	\$	50	\$	50	\$	50	\$	50	\$	50	\$	50	\$	50	\$	50	\$	50	\$	450
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Copying Expense	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	7	\$	-	\$	7
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Depreciation Expense	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Depreciation Expense - Retail	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
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Dues and Subscriptions Exp	\$	-	\$	-	\$	-	\$	280	\$	-	\$	-	\$	-	\$	158	\$	136	\$	574
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Office Decorations	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20	\$ -	\$ 45	\$ 65
Office Supplies Exp - Boerne	\$ 842	\$ 376	\$ 193	\$ 1,473	\$ 1,201	\$ 1,813	\$ 163	\$ 226	\$ 85	\$ 6,371			
Office Supplies Exp - Retail	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 900			
Office Equipment Exp - Boerne	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Office Equipment Lease - Boerne	\$ 69	\$ 69	\$ 69	\$ 69	\$ 69	\$ 69	\$ -	\$ -	\$ -	\$ 415			
Payroll - Admin Salaries	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Payroll Admin Expense	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Payroll Tax Expense	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
SUTA Expense - Texas	\$ 350	\$ 357	\$ 384	\$ 464	\$ 438	\$ 989	\$ 131	\$ 91	\$ 224	\$ 3,428			
Penalty Expense	\$ 302	\$ 331	\$ 704	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,337			
Pest Control Services- Retail	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 2,700			
Postage Expense	\$ 16	\$ 50	\$ 59	\$ 163	\$ 15	\$ 53	\$ 104	\$ 65	\$ 15	\$ 540			
Press Release Exp	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 2,250			
Rent or Lease Expense	\$ 753	\$ 753	\$ 753	\$ 753	\$ 753	\$ 753	\$ 753	\$ 753	\$ 753	\$ 6,775			
Retail Administration Expense	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Retail Business Develop Exp	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Tax - Property - Medina	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 217	\$ -	\$ -	\$ -	\$ 217			
Tax - Property - Boerne	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 137	\$ -	\$ -	\$ -	\$ 886			
Tax - Property - Bexar	\$ 107	\$ 107	\$ 107	\$ 107	\$ 107	\$ 1,160	\$ -	\$ -	\$ -	\$ 1,693			
Tax - Property - Tarrant	\$ 42	\$ 42	\$ 42	\$ 42	\$ 42	\$ 42	\$ -	\$ -	\$ -	\$ 250			
Telephone Service - Boerne	\$ 516	\$ 516	\$ 516	\$ 516	\$ 516	\$ 516	\$ 550	\$ 581	\$ 555	\$ 4,779			
Telephone Service - Retail	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Telephone Exp - Cell Phone	\$ 100	\$ 290	\$ 130	\$ -	\$ 260	\$ -	\$ 340	\$ 300	\$ 100	\$ 1,520			
Travel Expense - Boerne	\$ 275	\$ -	\$ -	\$ 300	\$ 829	\$ 870	\$ 362	\$ 696	\$ 2,527	\$ 5,859			
Transfer Agent Expenses	\$ 264	\$ 254	\$ 254	\$ 414	\$ 264	\$ 289	\$ 274	\$ 254	\$ 254	\$ 2,522			
Utilities Expense	\$ 341	\$ 368	\$ 337	\$ 317	\$ 281	\$ 295	\$ 310	\$ 275	\$ 257	\$ 2,781			
Total G&A Exp	\$ 21,331	\$ 20,962	\$ 22,774	\$ 46,549	\$ 31,277	\$ 32,407	\$ 25,195	\$ 26,238	\$ 27,553	\$ 254,286			
Tax - Margin	\$ 125	\$ 125	\$ 125	\$ 125	\$ 125	\$ 125	\$ 150	\$ 150	\$ 1,350	\$ 2,400			
Total Other Income	\$ 125	\$ 125	\$ 125	\$ 125	\$ 125	\$ 125	\$ 150	\$ 150	\$ 1,350	\$ 2,400			

Cash Flow	\$	(28,630)	\$	88,565	\$	107,670	\$	141,834	\$	107,439	\$	204,001	\$	(1,103)	\$	1,091	\$	(3,237)	\$	617,631
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